



First Union Rail Corporation
NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

RECORDATION NO. 23765-H FILED

VIA UPS 2ND DAY AIR

December 17, 2001

DEC 17 '01 3-37 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Commission on this date as Recordation Number 23765-H.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is (73) 73' centerbeam A.A.R. Class FBC flatcars with NOKL marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Canadian National Railway Company, Lessee, covering (73) 73' centerbeam A.A.R. Class FBC flatcars with NOKL marks (see Exhibit A for numbers).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (2) stamped originals of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulskey
Manager - Documents Administration

Enclosures

(CN076)

ASSGN. NO. CN076

MEMORANDUM OF LEASE – RIDER NO. 16

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of June 1, 2001 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of June 16, 1994 (the "Lease") and Rider No. 16 thereto dated as of June 1, 2001 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan Barrie

Title: Regional Vice President, Sales

Signature: *Susan Barrie*

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this 7th day of November, 2001.

Genevieve Forcier
Attorney
1900218

RECORDATION NO. 23765-H FILED

DEC 17 '01 3-37 PM

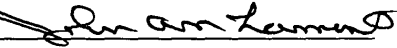
SURFACE TRANSPORTATION BOARD

LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A.N. Lamont

Title: Sr. Manager, Asset Finance


Signature: 

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that John A.N. Lamont personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this 7th day of November, 2001.


Attorney
#190021-8

RIDER NO. 16
EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventy-three (73).

DESCRIPTION OF CARS: 73' centerbeam A.A.R. Class FBC flatcar.

CAR NUMBERS:

NOKL 730105	NOKL 730301	NOKL 730328
NOKL 730107	NOKL 730302	NOKL 730329
NOKL 730109	NOKL 730303	NOKL 730330
NOKL 730114	NOKL 730304	NOKL 730331
NOKL 730121	NOKL 730305	NOKL 730332
NOKL 730122	NOKL 730306	NOKL 730334
NOKL 730124	NOKL 730307	NOKL 730335
NOKL 730126	NOKL 730308	NOKL 730336
NOKL 730129	NOKL 730310	NOKL 730337
NOKL 730133	NOKL 730311	NOKL 730338
NOKL 730135	NOKL 730312	NOKL 730339
NOKL 730136	NOKL 730314	NOKL 730340
NOKL 730140	NOKL 730315	NOKL 730341
NOKL 730143	NOKL 730316	NOKL 730342
NOKL 730146	NOKL 730317	NOKL 730343
NOKL 730151	NOKL 730318	NOKL 730344
NOKL 730152	NOKL 730319	NOKL 730345
NOKL 730155	NOKL 730320	NOKL 730346
NOKL 730159	NOKL 730321	NOKL 730347
NOKL 730160	NOKL 730322	NOKL 730348
NOKL 730162	NOKL 730323	NOKL 730349
NOKL 730200	NOKL 730324	NOKL 730350
NOKL 730201	NOKL 730325	NOKL 730351
NOKL 730210	NOKL 730326	
NOKL 730300	NOKL 730327	